SPEARMINT RESOURCES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

Unaudited – Prepared by Management

(Expressed in Canadian Dollars)

July 31, 2014

NOTICE OF NO AUDITOR REVIEW

The unaudited condensed interim financial statements, and accompanying notes thereto, for the periods ended July 31, 2014 and 2013 have not been reviewed by the Company’s external auditor.

SPEARMINT RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

ASSETS	July 31, 2014 (Unaudited)	January 31, 2014
Current assets		
Cash and cash equivalents - Note 4	$ 9,852	$ 41,634
Receivables - Note 5	3,870	577
Prepaid expenses	333	140
Total current assets	14,055	42,351
Non-current assets		
Exploration and evaluation assets – Note 6	211,882	206,751
Total assets	$ 225,937	$ 249,102
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities - Notes 7 and 10	$ 158,214	$ 43,394
Total current liabilities	158,214	43,394
SHAREHOLDERS' EQUITY		
Share capital - Note 8	657,260	634,260
Reserves	61,250	59,447
Accumulated deficit	(650,787)	(487,999)
Total shareholders' equity	67,723	205,708
Total liabilities and shareholders' equity	$ 225,937	$ 249,102

Nature and Continuance of Operations – Note 1
Subsequent Events – Notes 8 and 13

APPROVED BY THE DIRECTORS:

"James Nelson"	Director	*"Conrad Clemiss"*	Director
James Nelson		Conrad Clemiss	

The accompanying notes form an integral part of these condensed interim financial statements.

SPEARMINT RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
Unaudited – Prepared by Management
(Expressed in Canadian dollars)

	Three months ended July 31, 2014	Three months ended July 31, 2013	Six months ended July 31, 2014	Six months ended July 31, 2013
Operating expenses				
Consulting fees	$ 60,000	$ -	$ 105,000	$ -
Depreciation expense	-	17	-	34
Office and miscellaneous	6,989	9,951	14,411	20,836
Professional fees	8,571	6,590	22,598	17,145
Share-based payments – Notes 8 and 10	1,803	-	1,803	-
Shareholder relations	1,048	1,422	1,729	2,151
Transfer agent and filing fees	3,709	4,445	15,799	11,105
Travel and promotion	100	-	1,469	-
Operating expenses	(82,220)	(22,425)	(162,809)	(51,271)
Interest income	-	158	21	301
Net comprehensive loss for the period	$ (82,220)	$ (22,267)	$ (162,788)	$ (50,970)
Loss per share - basic and diluted - Note 9	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of shares outstanding - basic and diluted - Note 9	43,029,348	42,000,000	42,641,989	41,994,475

The accompanying notes form an integral part of these condensed interim financial statements.

SPEARMINT RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
Unaudited – Prepared by Management
(Expressed in Canadian dollars)

	Six months ended July 31, 2014	2013
Operating Activities		
Loss for the period	$ (162,788)	$ (50,970)
Adjustments for non-cash item:		
Depreciation expense	-	34
Share-based payments	1,803	-
Changes in non-cash working capital items:		
Receivables	(3,293)	4,566
Prepaid expenses	(193)	2,247
Accounts payable and accrued liabilities	114,820	(3,516)
Cash used in operating activities	(49,651)	(47,639)
Investing Activities		
Exploration and evaluation assets	(1,631)	-
Cash used in investing activities	(1,631)	-
Financing Activities		
Proceeds from issuance of share capital	19,500	-
Cash provided by financing activities	19,500	-
Decrease in cash and cash equivalents during the period	(31,782)	(47,639)
Cash and cash equivalents, beginning of the period	41,634	97,904
Cash and cash equivalents, end of the period - Note 4	$ 9,852	$ 50,265

Supplemental Disclosure with Respect to Cash Flows (Note 12)

SPEARMINT RESOURCES INC.
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
Unaudited – Prepared by Management
(Expressed in Canadian dollars)

	Share Capital				
	No. of shares	**Amount**	**Reserves**	**Accumulated deficit**	**Total**
Balance, January 31, 2013	41,000,000	$ 595,260	$ 40,821	$ (370,100)	$ 265,981
For exploration and evaluation assets	1,000,000	39,000	-	-	39,000
Loss for the period	-	-	-	(50,970)	(50,970)
Balance, July 31, 2013	42,000,000	634,260	40,821	(421,070)	254,011
Stock options issued	-	-	18,626	-	18,626
Loss for the period	-	-	-	(66,929)	(66,929)
Balance, January 31, 2014	42,000,000	634,260	59,447	(487,999)	205,708
For exploration and evaluation assets	250,000	3,500	-	-	3,500
Share purchase warrants exercised	975,000	19,500			19,500
Stock options issued			1,803		1,803
Loss for the period	-	-	-	(162,788)	(162,788)
Balance, July 31, 2014	43,225,000	$ 657,260	$ 61,250	$ (650,787)	$ 67,723

1. NATURE AND CONTINUANCE OF OPERATIONS

Spearmint Resources Inc. (the "Company") was incorporated under the Business Corporations Act of British Columbia, Canada on September 23, 2009. The Company is an exploration stage public company and is listed on the TSX Venture Exchange under the symbol "SRJ.V". The Company's principal business activities include acquiring and exploring exploration and evaluation assets. At July 31, 2014, the Company has exploration and evaluation assets located in Canada. During the six months ended July 31, 2014, the Company split its share capital, stock options and share purchase warrants on a one pre-split for five post-split basis. These condensed interim financial statements reflect the share split.

The Company's head office and principal business address is located at 1470 – 701 West Georgia Street, Vancouver, British Columbia, V7Y 1C6. The Company's registered and records office is located at 900-885 West Georgia Street, Vancouver, British Columbia, V6C 3H1.

These condensed interim financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realization of assets and discharge of liabilities in the normal course of business. At July 31, 2014, the Company had not yet achieved profitable operations and has an accumulated deficit of $650,787 since its inception and has a working capital deficiency of $144,159. The Company expects to incur further losses in the development of its business, all of which cast substantial doubt on the Company's ability to continue as a going concern. The Company will require additional financing in order to conduct its future work programs on exploration and evaluation assets, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. Accordingly, these condensed interim financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these condensed interim financial statements.

2. BASIS OF PREPARATION

These condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* ("IAS34") as issued by the International Accounting Standards Board ("IASB"). Therefore, these condensed interim financial statements do not include all of the information required for full annual financial statements, and should be read in conjunction with the Company's most recently issued audited financial statements for the year ended January 31, 2014, which includes information necessary or useful to understanding the Company's business and financial statement presentation. In particular, the Company's significant accounting policies, use of judgements and estimates were presented in Note 2 and Note 3 of these audited financial statements, and have been consistently applied in the preparation of these condensed interim financial statements.

These condensed interim financial statements were authorized for issue by the Board of Directors on September 24, 2014.

3. CHANGES IN ACCOUNTING POLICIES

a) Accounting standards, interpretations and amendments adopted

As of February 1, 2014, the Company adopted the new and amended IFRS pronouncements in accordance with transitional provisions outlined in the respective standards. The Company has adopted the following new standards without any significant effect on its condensed interim financial statements. The nature and impact of these new standards is described below:

IAS 32 – Financial Instruments: Presentation ("IAS 32")

The IASB amended IAS 32, "Financial Instruments: Presentation" to clarify certain aspects because of diversity in application of the requirements on offsetting, focused on four main areas:

- the meaning of 'currently has a legally enforceable right of set-off';
- the application of simultaneous realization and settlement;
- the offsetting of collateral amounts; and
- the unit of account for applying the offsetting requirements.

IAS 32 had no impact on the Company's condensed interim financial statements.

IAS 36 – Impairment of Assets ("IAS 36")

The amendments to IAS 36 restrict the requirement to disclose the recoverable amount of an asset or CGU to periods in which an impairment loss has been recognized or reversed. The amendments also expand and clarify the disclosure requirements applicable when an asset or CGU's recoverable amount has been determined on the basis of fair value less cost of disposal. IAS 36 had no impact on the Company's condensed interim financial statements.

IFRIC 21 – Levies ("IFRIC 21")

An interpretation of IAS 37 – Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event ("obligating event"). IFRIC 21 clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. IFRIC 21 had no impact on the Company's condensed interim financial statements.

3. CHANGES IN ACCOUNTING POLICIES (continued)

b) Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

IFRS 9 – Financial Instruments ("IFRS 9")

In November 2009, the IASB issued IFRS 9 Financial Instruments as the first step in its project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity's business model and the contractual cash flow of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument.

IFRS 9 amends some of the requirements of IFRS 7 Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in other comprehensive income, and guidance on financial liabilities and derecognition of financial instruments. The amended standard is effective for annual periods beginning on or after January 1, 2018.

4. CASH AND CASH EQUIVALENTS

The Company's cash and cash equivalents are denominated in Canadian dollars and include the following components:

	July 31, 2014	January 31, 2014
Cash at bank and in hand	$ 9,852	$ 6,248
Short-term deposits	-	35,386
Cash and cash equivalents	$ 9,852	$ 41,634

(Expressed in Canadian Dollars)

5. RECEIVABLES

The Company's receivables comprise of goods and services tax ("GST") receivable due from Canadian government taxation authorities.

	July 31, 2014	January 31, 2014
GST recoverable	$ 3,870	$ 577
Total receivables	$ 3,870	$ 577

All amounts are short-term and the net carrying value of receivables is considered a reasonable approximation of fair value. The Company anticipates full recovery of these amounts and therefore no impairment has been recorded against receivables. The Company's receivables are all considered current and are not past due or impaired. The Company does not possess any collateral related to these assets.

6. EXPLORATION AND EVALUATION ASSETS

	BC Otter Property	BC Sheslay Property	Total
Balance, January 31, 2013	$ 182,165	$ -	$ 182,165
Acquisition costs			
Common shares	39,000	-	39,000
BC mining exploration tax credits	(14,414)	-	(14,414)
Balance, January 31, 2014	206,751	-	206,751
Acquisition costs			
Staking costs	-	1,631	1,631
Common shares	3,500	-	3,500
Balance, July 31, 2014	$ 210,251	$ 1,631	$ 211,882

(Expressed in Canadian Dollars)

6. EXPLORATION AND EVALUATION ASSETS (continued)

Otter Property, British Columbia

On October 11, 2011, the Company entered into an option agreement (the "Agreement") with an arm's length party (the "Vendor") whereby the Company was granted an option to acquire a 100% interest in and to twelve mineral claims known as the Otter Property (the "Otter Property") located in the Similkameen Mining Division in the Princeton Area of British Columbia.

On January 9, 2013, the Company amended the Agreement with the Vendor. The Vendor agreed to amend the Agreement regarding the work commitments due to be spent on the prospect.

On February 3, 2014, the Company further amended the option agreement and the amendment dated January 9, 2013 with the Vendor. The Vendor has agreed to amend the Agreement regarding the work commitments due to be spent on the prospect and share issuances required to be made in order to exercise the Option. The Company is now required to incur exploration costs and issue common shares as follows:

	Cash	Exploration Costs	Common Shares
Upon execution of the Agreement (paid)	$ 25,000	$ -	-
Upon closing date (cash paid and shares issued at a value of $20,000)	15,000	-	1,000,000
On or before February 3, 2013 (issued at a value of $39,000)	-	-	1,000,000
On or before February 3, 2014 (incurred)	-	116,000	-
On or before February 3, 2014 (issued at a value of $3,500)	-	-	250,000
On or before February 3, 2015	-	84,000	750,000
On or before February 3, 2016	-	300,000	1,000,000
On or before February 3, 2017	-	500,000	-
On or before February 3, 2018	-	1,000,000	-
	$ 40,000	$ 2,000,000	4,000,000

Upon satisfaction of the payments, share issuances and work commitments above, the Option will be deemed to be exercised and a 100% undivided interest in the Otter Property will be transferred to the Company, free and clear of all encumbrances, subject to a 2% net smelter return royalty (the "**NSR**") in favour of the Optionor with respect to production of all precious metals from the Property. The NSR will be payable following commencement of commercial production on the Otter Property. The Company may buy-back 1% of the NSR in consideration for payment of $1,000,000 to the Optionor.

During the year ended January 31, 2013, the Company paid a finders' fee of $6,000 in connection with this transaction.

As at July 31, 2014, the Company has spent a total of $116,165 in exploration expenditures on the Otter Property.

(Expressed in Canadian Dollars)

6. EXPLORATION AND EVALUATION ASSETS (continued)

Sheslay Property, British Columbia

During the six months ended July 31, 2014, the Company acquired a 100% interest in certain mineral claims in British Columbia for staking costs of $1,631.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities recognized in the statements of financial position can be analyzed as follows:

	July 31, 2014	January 31, 2014
Trade payables	$ 156,714	$ 33,394
Accrued liabilities	1,500	10,000
Total payables	$ 158,214	$ 43,394

All amounts are short-term. The carrying value of trade payables and accrued liabilities is considered a reasonable approximation of fair value.

8. SHARE CAPITAL AND RESERVES

Authorized: Unlimited common shares, without par value

Escrow Shares

During the six months ended July 31, 2014, 1,500,000 common shares were released from escrow. As at July 31, 2014, 3,000,000 (January 31, 2014: 4,500,000) common shares were held in escrow. Subsequent to July 31, 2014, 1,500,000 shares were released from escrow. The remaining 1,500,000 shares will be released on February 7, 2015.

Share purchase warrants

The following is a summary of changes in share purchase warrants from January 31, 2013 to July 31, 2014:

	Number of Warrants	Weighted Average Exercise Price
Balance, January 31, 2013 and January 31, 2014	20,000,000	$0.02
Exercised during the period	(975,000)	$0.02
Balance, July 31, 2014	19,025,000	$0.02

As of July 31, 2014, the Company had 19,025,000 share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share at a price of $0.02 per common share until February 3, 2017.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL AND RESERVES (continued)

Share-based payments

The Company has a stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 10% of the outstanding common shares of the Company, as at the date of grant. The maximum number of common shares reserved for issue to any one person under the plan cannot exceed 5% of the issued and outstanding number of common shares at the date of grant and the maximum number of common shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of common shares at the date of grant. The exercise price of each option granted under the plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSX). Options may be granted for a maximum term of five years from the date of grant.

The following is a summary of changes in share purchase options from January 31, 2013 to July 31, 2014:

	Number of Options	Weighted Average Exercise Price
Balance, January 31, 2013	2,000,000	$0.05
Granted	2,200,000	$0.05
Forfeited	(400,000)	$0.05
Balance, January 31, 2014	3,800,000	$0.05
Granted	50,000	$0.05
Balance, July 31, 2014	3,850,000	$0.05

As of July 31, 2014, 3,850,000 share purchase options were outstanding and exercisable entitling the holders thereof the right to purchase one common share of the Company for each option held as follows:

Number	Exercise Price	Expiry Date
1,600,000	$0.05	April 30, 2015
2,200,000	$0.05	October 8, 2018
50,000	$0.05	June 4, 2019
3,850,000		

(Expressed in Canadian Dollars)

8. SHARE CAPITAL AND RESERVES (continued)

Share-based payments (continued)

During the six months ended July 31, 2014, the Company granted 50,000 stock options with an exercise price of $0.05 per share and an expiry date of June 4, 2019 (six months ended July 31, 2013: No stock options were granted). The weighted average fair value of the options issued in the six months ended July 31, 2014 was estimated at $0.04 per option at the grant date using the Black-Scholes option pricing model with the following assumptions:

	Six months ended July 31, 2014	Six months ended July 31, 2013
Weighted average fair value per option	$0.04	-
Weighted average expected dividend yield	0.00%	-
Weighted average expected volatility*	150.88%	-
Weighted average risk-free interest rate	1.61%	-
Weighted average expected term	5 years	-

* Expected volatility has been based on historical volatility of the Company's publicly traded shares.

Total expenses arising from share-based payment transactions recognized during the six months ended July 31, 2014 were $1,803 (six months ended July 31, 2013: $Nil).

9. LOSS PER SHARE

The calculation of basic and diluted loss per share was based on the following data:

	Six months ended July 31, 2014	Six months ended July 31, 2013
Net Loss	$ 162,788	$ 50,970
Weighted average number of common shares for the purpose of basic and diluted loss per share	42,641,989	41,994,475

The basic loss per share is computed by dividing net loss by the weighted average number of common shares outstanding during the year. The diluted loss per share reflects the potential dilution of common share equivalents, such as stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. All of the stock options and share purchase warrants currently issued (see Note 8) were anti-dilutive for the six months ended July 31, 2014 and 2013.

The loss per share for the three and six months ended July 31, 2014 was $0.00 and $0.00, respectively (three and six months ended July 31, 2013: $0.00 and $0.00, respectively).

(Expressed in Canadian Dollars)

10. RELATED PARTY TRANSACTIONS

Key management personnel compensation

Key management of the Company are directors and officers of the Company and their remuneration includes the following:

	Six months ended July 31, 2014	2013
Share-based payments*	$ 1,803	$ -

*Share-based payments are the fair value of options granted to key management personnel as at the grant date.

Related party balances

At July 31, 2014, accounts payable and accrued liabilities includes $25,038 (January 31, 2014: $15,402) payable to a director and an officer of the Company, to one public company with two common directors, and to one public company with one former director in common for unpaid fees. These amounts are unsecured, non-interest bearing and payable on demand.

11. SEGMENTAL REPORTING

The Company operates in one business segment, being the acquisition and exploration of mineral properties located in Canada.

12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Investing and financing activities that do not have a direct impact on cash flows are excluded from the statement of cash flows. The following transactions were excluded from the statements of cash flows:

During the six months ended July 31, 2014:

i. The Company issued 250,000 common shares valued at $3,500 pursuant to the Otter Property option agreement.

During the six months ended July 31, 2013:

i. The Company issued 1,000,000 common shares valued at $39,000 pursuant to the Otter Property option agreement.

ii. A refund of $14,414 expected for BC Mining Exploration Tax Credits was deducted from exploration and evaluation assets and accrued as a receivable.

13. PLAN OF ARRANGEMENT

On July 28, 2014, the Company entered into an arrangement agreement (the "Arrangement Agreement") with Sheslay Mining Inc. ("Spinco"), a private British Columbia company in which the Company currently holds a nominal interest. Pursuant to the Arrangement Agreement, and at the effective time of the proposed plan of arrangement, each issued and outstanding common share of the Company will be exchanged for one new common share and one Class 1 Reorganization share. All of the Class 1 Reorganization shares will be transferred by the shareholders of the Company to Spinco, in exchange for 800,000 common shares of Spinco to be issued to the shareholders of the Company on a pro-rata basis. Finally, the Company will redeem all of the Class 1 Reorganization shares by the transfer to Spinco of $20,000 working capital (the "Plan of Arrangement"). Completion of the Plan of Arrangement was subject to certain conditions, including shareholder approval, the approval of the Supreme Court of British Columbia and the TSX Venture Exchange, all of which were received subsequent to July 31, 2014.

On July 28, 2014, the Company entered into a non-binding letter of intent (the "LOI") with Spinco and Alliance Growers Corp. ("Alliance"), a private British Columbia company. The LOI contemplates that subsequent to and subject to the completion of the Plan of Arrangement, Spinco will negotiate a definitive acquisition agreement with Alliance in respect of a subsequent transaction (the "Subsequent Transaction") which would result in the business combination of Spinco and Alliance to form a new company ("Newco"). Upon completion of the Subsequent Transaction, Newco would be a reporting issuer in the provinces of British Columbia and Alberta and would undertake the business of Alliance.